



Sheela Group
ISO 9001 Certified

SHEELA FOAM LIMITED

(CIN : L74899DL1971PLC005679)

Registered Office : C-55, Preet Vihar, Vikas Marg, Delhi-110092

Email : iquebal.ahmad@sheelafoam.com

Phone : 11 2202 6875 Facsimile : +91 11 2202 6876

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY SEVENTH (47TH) ANNUAL GENERAL MEETING OF SHEELA FOAM LIMITED WILL BE HELD AT ARYA AUDITORIUM, DES RAJ CAMPUS, C-BLOCK, EAST OF KAILASH, NEW DELHI-110065 ON MONDAY 15TH JULY 2019 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year 2019(Standalone and Consolidated) including audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports Auditors thereon.
2. To appoint a Director in place of Mr. Tushaar Gautam (DIN 01646487), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 and 142 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, appointment of M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No.-000346N), be and is hereby ratified to hold the office from conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2020.

FURTHER RESOLVED THAT the Board of Directors be and hereby authorized to fix the remuneration with the consultation of Auditors."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of

Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rule, 2014(including any statutory modification(s) or re-enactment(s) thereof, for the time being enforce), M/s. Mahesh Singh & Co, Cost Accountants, appointed by the Board of Directors of the Company to conduct the Audit of the cost records of the Company, for the Financial Year 2019-20, be paid Rs. 1,50,000/-(Rupees One Lakh Fifty Thousand only) plus applicable tax."

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Meena Jagtiani (DIN 08396893), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 8th April 2019, in terms of Section 161(1) of the Companies Act, and whose term of office expires, as an Additional Director, at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and the period of her office shall not be liable to determination by retirement of directors by rotation."

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Company hereby accords its approval for the payment of Rs. 11,50,000 (Rupees Eleven Lakh Fifty Thousand only) commission to each Independent Directors, for one year of service, that is over and above sitting fees payable to the Independent Directors and to be reviewed annually."

By Order of the Board

Date :4th May, 2019
Place : Noida

Md Iquebal Ahmad
Company Secretary
and Compliance Officer

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 09 July, 2019 to 15 July, 2019, both days inclusive, for annual closing.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the accompanying Notice, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
6. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
7. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
8. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.

Electronic copy of the Notice of the 47th Annual General Meeting of the Company inter alia indicating the

process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 47th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

9. Members may also note that the Notice of the 47th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2019 will also be available on the Company's website www.sheelafoam.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection without any fee during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: iqbal.ahmad@sheelafoam.com

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 47th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11 July 2019 at 09.00 a.m and ends on 14 July 2019 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08 July 2019 may cast their vote

electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website of **Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

DOB/DOI	Enter the DOB (Date of Birth) / DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

EXPLANATORY STATEMENT

2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 04th May, 2019 the appointment of M/s. Mahesh Singh & Co., Cost Accountants, New Delhi (Firm Registration No. 100441), as Cost Auditors to conduct the audit of the cost records of the Company pertaining to products covered by Central Excise Tariff Act, manufactured by the Company, for the financial year ending 31st March, 2020 at a remuneration of Rs. 1,50,000/- (One Lakh Fifty Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 4 as an ordinary resolution.

Item Nos. 5

The Board of Directors appointed Ms. Meena Jagtiani as an Independent Director (Additional Director) of the Company with effect from 8th April 2019. Subject to the approval of members she was appointed for 3 years. Under Section 161(1) of the Companies Act, 2013, She holds office only up to the date of the Annual General Meeting of the Company.

The approval of members is being sought for the appointment of Ms. Meena Jagtiani as an Independent Director.

None of the Directors, Key Managerial Personnel and their relative are, in any way, concerned or interested financially or otherwise, in proposed resolution except the appointee. The Board recommends the passing of the resolution as set out at item No.5 as an ordinary resolution.

Item No. 6

The Board at the meeting held on 4 May, 2019, have recommended for the approval of the Members, payment of Rs. 11,50,000/- (Rupees Eleven Lakh Fifty Thousand only) by way of commission to each Independent Directors of the Company for the completion of one year of service. The Commission shall be reviewed annually.

The Independent Directors (and their relatives) are interested in this Resolution insofar as the same relates to their respective commission. None of the Key Managerial Personnel of the Company, or their relative, is interested in the resolution set out at Item No. 6.

The Board recommends this Resolution for your approval.

By Order of the Board

Md Iquebal Ahmad
Company Secretary
and Compliance Officer

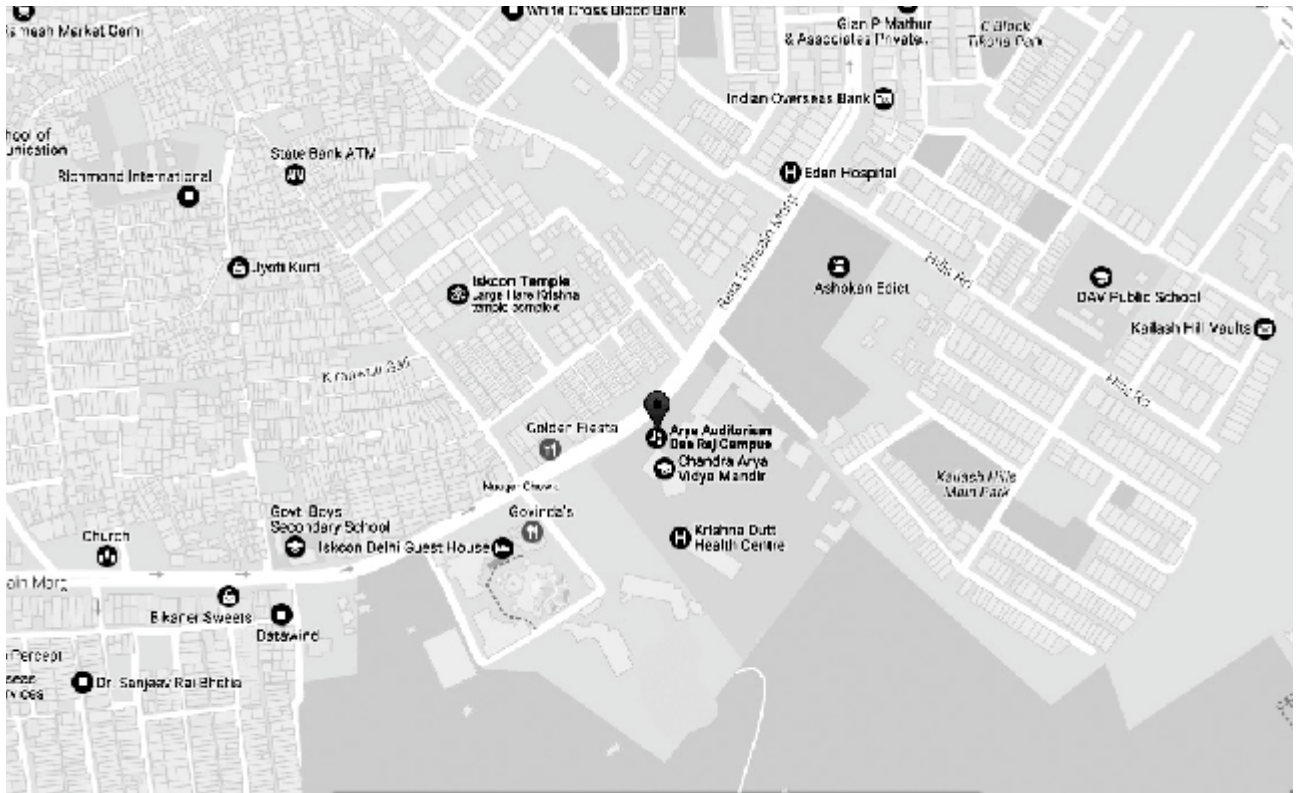
Date : 4th May, 2019
Place : Noida

DETAIL OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

**Pursuant to Regulation 36 of Securities Exchange Board of India.
(Listing Obligation and Disclosure Requirements) Regulations 2015)**

Mr.Tushaar Gautam	
Director Identification Number (DIN)	01646487
Date of joining of the board	01/04/2007
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Tushaar Gautam, aged 41 year associated with our company since January 7, 2002 and been a Director since April 1, 2007. He holds a Bachelor's degree from Purdue University, USA, where his courses of study included financial, marketing and operations management. He oversees the operations of the company and our subsidiary Joyce Foam Pty Limited and serves on its board of directors. He has over 16 year of experience in heading production, research and development.
Relationship of directors inter-se	Mr. Tushaar Gautam is the son of Mr.Rahul Gautam and Ms.Namita Gautam
Number of shares held in the company	5,24,434
Directorships and Committee memberships held in other companies	1.Divya Software Solutions Pvt Ltd. 2.Sleepwell Enterprises Pvt.Ltd 3.Rangoli Resorts Pvt. Ltd 4.Joyce Foam Pty Ltd.
Ms. Meena Jagtiani	
Director Identification Number (DIN)	08396893
Date of joining of the board	08/04/2019
Brief resume of the Director including nature of expertise in specific functional areas	Ms. Meena Jagtiani, aged 53 year is an MBA from the symbiosis institute of business management. She has done an executive development programme from Wharton Business School, University of Pennsylvania. Presently she is working as an independent HR Advisor She has three decades rich industry experience in the feild of HR. She served in various corporate such as Aditya Birla Group, Daksh e-Services Private limited and Korn/Ferry International (the world's leading search firm)etc before taking her Independent Advisory.
Relationship of directors inter-se	None
Number of shares held in the company	None
Directorships and Committee memberships held in other companies	None

Route Map



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1971PLC005679)

Name of the Company : Sheela Foam Limited

Registered Office : C-55, Preet Vihar, Vikas Marg, Delhi-110092

Phone : 11 2202 6875 Facsimile : +91 11 2202 6876

Website : www.sheelafoam.com / Email : iquebal.ahmad@sheelafoam.com

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio / DP ID and Client ID :

I/We, being the members of..... shares of the above named Company, hereby appoint :

- 1 Name.....E-mail ID:.....
Address:.....Signature:..... or failing him/her;
- 2 Name.....E-mail ID:.....
Address:.....Signature:..... or failing him/her;
- 3 Name.....E-mail ID:.....
Address:.....Signature:..... or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **FORTY SEVENTH ANNUAL GENERAL MEETING** of the Company to be held on **MONDAY, JULY 15, 2019 at 10.30 a.m.** at 'ARYA AUDITORIUM, DES RAJ CAMPUS, C-BLOCK ,EAST OF KAILASH, NEW DELHI-110065 and at any adjournment thereof in respect of such resolutions and in such manner as indicated herein :

Resolution No.	Particulars of resolution	Vote (optional)	
		For	Against
Ordinary Business			
1	Adoption of the Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.		
2	Reappointment of Mr. Tushaar Gautam as a Director retiring by rotation.		
3	Ratification of the appointment of M/s. S. P. Chopra & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
4	Ratification of remuneration payable to the Cost Auditor for the in financial year ending March 31, 2020.		
5	Appointment of Ms.Meena Jagtiani as an Independent Director of the Company.		
6	Commission to Independent Director		

Signed this.....day of 2019.

Signature of Member

Signature of Proxy holder

Signature

Affix
30 Paisa
Revenue
Stamp

Note :

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Company reserves its right to ask for identification of the proxy.
3. It is optional to put an (X) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. For the resolutions and explanatory statement, please refer the Notice of the 46th Annual General Meeting.



Sheela Group
ISO 9001 Certified

SHEELA FOAM LIMITED

(CIN: L74899DL1971PLC005679)

Registered Office: C-55, Preet Vihar, Vikas Marg, Delhi-110092

Email: iquebal.ahmad@sheelafoam.com

Phone: +91 11 2202 6875 **Facsimile:** +91 11 2202 6876

Sr. No.....

ATTENDANCE SLIP

47th Annual General Meeting of the Company to be held on Monday, 15th July, 2019 at 10.30 a.m. at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110 065

Name (in Block Letters)	
Address	
Registered Folio No. / D P ID & Client ID	
Shareholder / Proxy / Authorized Representative	
Mobile No. E-Mail Id	

I/ we certify that I am/we are Member(s)/ Proxy of the members of the Company holding.....shares.

I/ We hereby record my/our presence at the 46th Annual General Meeting of the Company to be held on Monday, 15th July, 2019 at 10.30 a.m. at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110 065

Signature of Shareholder/ Proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.

ELECTRONIC VOTING PARTICULARS

EVS (E-Voting Sequence Number)	USER ID	SEQUENCE NUMBER

Notes:

- 1) Each equity share of the Company carries one vote.
- 2) Please read carefully the instructions printed overleaf before exercising the vote.
- 3) Due to Security Reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.

ENSURING A HEALTHY FUTURE



ENSURING A HEALTHY FUTURE

Forward-looking statements

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Index

Corporate Overview	1-6
Chairman's Message	7-8
Board of Directors	9-9
Corporate Information	10-10
Management Discussion & Analysis	11-14
Directors' Report	15-63
Standalone Financial Statements	64-123
Consolidated Financial Statements	124-184